

Minutes
GHI Board of Directors
May 22, 2008

Present: Agans, Alpers, Lauber, Lewis, Mazursky, McFadden, Morse, Robles

Excused Absence: Hickey

Others in Attendance:

Gretchen Overdurff, Manager
Eldon Ralph, Director of Physical Services
Joan Krob, Director of Member Services
Brenda Lewis, Director of Human Resources
Tom Sporney, Staff Engineer
Dianne Wilkerson, Chair, Audit Committee
Michael Iacangelo, Audit Committee
Genevieve Courbois, Recording Secretary
Ed James, 56D Crescent Road
Andrew Nitz, N&E Committee
Patricia Novinski
Ginny Jones
Dolores Petry
Elizabeth Bianchi
Lora Katz
Bill Orleans, Visitor

President Lewis called the meeting to order at 7:30 p.m.

1. Approval of Agenda

MOTION: TO APPROVE THE AGENDA.

Moved: Morse

Seconded: Robles

Carried 7-0

2. Certification of Election

Andrew Nitz, Nominations & Elections Committee, certified the results of the elections. Candidate totals for the Board of Directors are as follows: Randall N. Crenwelge – 57; Chuck Hess – 120; Ed James – 135; Errol Mazursky – 155; Diana McFadden - 134; David Morse – 137; Patricia Novinski -127.

Ed James, Errol Mazursky, Diana McFadden, and David Morse will serve 2-year terms; Patricia Novinski will serve the 1-year term.

Candidate totals for the Audit Committee are as follows: Michael Iacangelo – 154; Dorothy Lauber – 164; Linda Levine – 23; Ann Landry Lombardi – 26; Dianne Wilkerson – 171.

Michael Iacangelo, Dorothy Lauber, and Dianne Wilkerson will serve the 1-year terms.

3. Board Reorganization and Election of Officers

President Lewis thanked outgoing Board members Alpers and Lauber for their service. They departed and newly-elected Board members were invited to join the Board at the table. She called for nominations from the Board for officers.

MOTION: TO NOMINATE SYLVIA LEWIS AS PRESIDENT.

Moved: Morse	Seconded: James	Carried
7-0		

MOTION: TO NOMINATE ERROL MAZURSKY AS VICE PRESIDENT.

Moved: McFadden	Seconded: Robles	Carried
7-0		

MOTION: TO NOMINATE SUZETTE AGANS AS TREASURER.

Moved: Mazursky	Seconded: McFadden	Carried
7-0		

MOTION: TO NOMINATE ED JAMES AS SECRETARY.

Moved: Lewis	Seconded: Novinski	Carried
7-0		

4. Visitors and Members

No discussion.

5. Approval of Minutes

No minutes to review.

6. Approval of Membership Applications

MOTION: THAT THE FOLLOWING PROSPECTIVE MEMBERS ARE ACCEPTED INTO THE COOPERATIVE AND MEMBERSHIP AFFORDED THEM AT THE TIME OF SETTLEMENT:

- **MARTHA A. SUNDERHAUF - 50A RIDGE ROAD**
- **KIMBERLY A. YOHO- 58K CRESCENT ROAD**

Moved: James	Seconded: Agans	Carried 7-0
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MOTION: THE BOARD APPROVES THE FOLLOWING MUTUAL OWNERSHIP CONTRACT CHANGES:

- **ERIN GATEWOOD, SOLE OWNER, TO ERIN J. GATEWOOD AND CRAIG V. ROBERTS, TENANTS BY THE ENTIRETY**
- **PAULA KING AND PAUL KING, JOINT TENANTS, TO PAULA KING, SOLE OWNER**

Moved: James

Seconded: Morse

Carried 7-0

7. Committee Reports

No discussion.

8a. Designation of GDC Stockholders

MOTION: IT IS MOVED THAT EACH MEMBER OF THE BOARD OF DIRECTORS OF GREENBELT HOMES, INC., BE GRANTED A PROXY FOR 1/9TH OF THE GHI SHARES OF STOCK IN THE GREENBELT DEVELOPMENT CORPORATION. THESE PROXIES SHALL REMAIN IN FORCE UNTIL NEW PROXIES ARE VOTED.

Moved: Agans

Seconded: Robles

Carried 7-0

8b. Board Meeting Procedures

President Lewis noted the Board Meeting Procedures document. Director Agans inquired about the status of ARC's revised committee charter. General Manager Overdurff said that this will appear on a future Board agenda as a rule change.

President Lewis assigned Board members to the Member Complaint Panels: Panel #1 – Lewis (chair), James, McFadden; Panel #2 – Agans (chair), Hickey, Novinski; Panel #3 - Mazurksy (chair), Morse, Robles. Audit Committee representatives are Panel #1 – Dianne Wilkerson; Panel #2 – Dorothy Lauber; Panel #3 – Michael Iacangelo.

8c. Yard Line Certification: 5 Plateau Place

Staff Engineer Sporney said that in January and February 2008 the Yard Line Committee reviewed several courts on Plateau Place, and these plats were presented to the Board on March 13. At this meeting, members from 5 Plateau voiced arguments contrary to the plats presented; the Board referred the plats back to the committee. After gathering more input from members at a meeting on March 25, the committee issued revised plats to members. Since that time, the committee has not received any feedback, and is presenting the plats to the Board for certification.

Director Mazurksy inquired about the fence being 6" short of the 75' yard line for 5E Plateau Place. Sporney said that while the fence is at 74.6' the line should be set at 75'. If the fence were to be replaced, said Sporney, it would have to be as close to 75' as possible. He said that the 75'

rule can be interpreted to provide this leeway, and even measurement error could account for the 6” discrepancy.

MOTION: THE BOARD OF DIRECTORS DOES APPROVE YARD PLATS FOR 5 COURT PLATEAU AS PRESENTED MAY 22, 2008.

Moved: James

Seconded: Morse

Carried 7-0

8d. 2008 Slate Roof Contract, Additional Building 6A/B Ridge Road – 2nd Reading

MOTION: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR SECOND READING AND FINAL PASSAGE, TO SIGN A CONTRACT WITH HEARN INSULATION & IMPROVEMENT COMPANY, INC. TO PERFORM THE SLATE ROOF AND GUTTER & DOWNSPOUT REPLACEMENT AT 6A/B RIDGE AS DESCRIBED ABOVE, AS DIRECTED BY GREENBELT HOMES, AT ITS BID, \$26,335.81, PLUS 10% FOR CONTINGENCIES, FOR A TOTAL NOT TO EXCEED \$28,969.

Moved: Agans

Seconded: Mazursky

Carried 7-0

8e. 2008 Underground Utility Contract – 1st Reading

Eleven locations in GHI necessitate repairs of underground sanitary sewer and storm drain piping to repair fractures in the underground terra cotta piping caused in the main part by the tree root infiltration and rupture due to soil pressures:

<i>Sewer only</i>	<i>Storm only</i>	<i>Sewer & storm</i>
2C/D Gardenway	6E Crescent	9E/F Ridge
13Y Hillside	10J/K Plateau	13G/H Ridge
16L/M Ridge	3R Research	14W/X Ridge
	3D Plateau	37A/B Ridge

Two locations in GHI need swale and drainage improvements due to flooding in the yards of 20C Hillside, and 55E/F Ridge during rainfall over the past few years.

Bids were received from the following companies as detailed below:

<i>COMPANY</i>	<i>Sewer & storm replacements (reserves)</i>	<i>Drainage improvements (operating budget)</i>
Magnolia Plumbing, Inc.	\$44,470.00	\$8,275.00
Joseph Canova & Son, LLC	\$99,226.00	\$24,051.00
B & P Utilities, Inc.	\$67,350.00	\$16,090.00
Taylor Utilities	\$78,460.00	\$17,950.00

Magnolia Plumbing has worked with GHI on recent projects. Based on its quotation and past history, staff recommends that the Board of Directors endorse Magnolia Plumbing, Inc. to perform the Underground Utility Repairs and Surface Drainage Improvements at the cited locations for the amount of its bid, with an additional 10 percent to cover contingencies.

At the onset of Board discussion, President Lewis noted the wide-ranging bids and added that this work will affect her yard. Director of Physical Services Ralph said that Magnolia Plumbing's bid is based on \$30 per linear foot, and staff is confident that this company can do the work. He added that the work, as in all such projects, will be supervised by a GHI Manager.

MOTION: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR FIRST READING, TO ENTER INTO A CONTRACT WITH MAGNOLIA PLUMBING, INC., FOR THE REPAIRS OF UNDERGROUND SANITARY SEWAGE AND STORM DRAIN UTILITIES AT ELEVEN (11) SITES AT ITS BID, \$44,470, PLUS 10% FOR CONTINGENCIES, FOR A TOTAL NOT TO EXCEED \$48,917.

Moved: Morse

Seconded: McFadden

Carried 7-0

MOTION: THE BOARD OF DIRECTORS AUTHORIZES THE MANAGER, FOR FIRST READING, TO ENTER INTO A CONTRACT WITH MAGNOLIA PLUMBING, INC., FOR DRAINAGE SYSTEM IMPROVEMENTS AT TWO (2) LOCATIONS AT ITS BID, \$8,275, PLUS 10% FOR CONTINGENCIES, FOR A TOTAL NOT TO EXCEED \$9,103.

Moved: Novinski

Seconded: Agans

Carried 7-0

8f. Boiler Room Status Report

Staff Engineer Sporney reported that staff is working with four members who are interested in converting adjacent boiler rooms into additions and anticipates finalizing deposits from these members in June. The next step, said Sporney, is for members to select a contractor and provide architectural drawings for the review process. He noted that some of the boiler rooms are located in tax parcels for which the number of units allowed per parcel is above the R-P-C ceiling. Sporney explained that while GHI exceeds the R-P-C ceiling in a number of parcels, the current ceiling was set in 1989 and units were already in place at that time.

President Lewis suggested that the Buildings Committee look at the feasibility of residential conversion for the remaining boiler rooms and the Finance Committee consider financial return. Director of Physical Plant Operations Ralph said that residential conversion would probably be a better option than storage; a residential conversion would likely be more amenable to members and storage units could be centralized in another location such as the boatyard. Director Agans suggested having the Marketing Committee offer insight into the most viable residential conversion configuration and potential market value. Ralph envisions the residential conversion as a one-story, gable-roofed building of approximately 400 square feet (smaller than a honeymoon cottage). Sporney said that a converted boiler room would look the same as it does

now from the exterior; interested members have been informed that a converted unit should not exceed one story. Ralph suggested approaching members for feedback about the potential conversion. Discussion also addressed how to handle the allocation of the gardenside area with a residential conversion. President Lewis summarized that more research, exploration and financial analysis are needed.

CONSENSUS: TO FORWARD CONSIDERATION OF BOILER ROOM CONVERSION TO THE BUILDING AND MARKETING COMMITTEES AND THAT STAFF CONDUCT A MEMBER SURVEY OF THE IMPACTED COURTS.

8g. Summer and Fall Meeting Schedule & Board Training

The Board set the following meeting dates for 2008:

2008 Board Meetings: June 19, July 24, August 14, September 11 and 25, October 2 and 16, November 6 and 20, December 4 and 18.

Board Trainings: June 12 and 26, at 7:00 p.m.

Member Input Session – GHI Budget: August 21.

General Manager Overdurff said that the Board-wide training will be conducted by an outside facilitator and include: GHI Board Manual, Board roles and responsibility, risk, ethics, committee relationships, how authority is vested in the Board by the bylaws, and the relationship between the Board and staff. President Lewis noted that work sessions will be scheduled in the gaps between scheduled meetings.

8h. Approval of Yard Line Committee Charter

The Board reviewed the Yard Line Committee Charter. Yard Line Committee Chair Wilkerson said that this charter replaces the operating document the committee has been using.

MOTION: THE BOARD OF DIRECTORS APPROVES THE YARD LINE COMMITTEE CHARTER AS AMENDED, MAY 22, 2008 AND DIRECTS THAT IT BE USED TO GUIDE THE WORK OF THE YARD LINE COMMITTEE.

Moved: Morse

Seconded: McFadden

Carried 7-0

7. Items of Information

No discussion.

8. President

President Lewis:

- Thanked Board members for their vote of confidence in re-electing her as President and welcomed new and returning Board and Audit Committee members. She acknowledged that every election creates a new Board and the upcoming June trainings will forge the group so as to work effectively. She acknowledged that differences in opinion should be voiced and embraced to allow for inclusive thinking and finding the middle ground. She emphasized that it is going to be a very important year for GHI and important decisions will need to be made for the good of the cooperative. She said she would strive to listen to all viewpoints and carry out her duties to the Board and membership “without fear or favor.”
- Will be contacting Board and staff members about liaison assignments.
- Announced the GHI Yard Sale on Saturday, June 14 from 8:30 am to 12:30 pm. Director of Member Services Krob is collecting donated items to be sold at the GHI table; the funds generated will be used towards the community picnic.
- Announced the GHI House and Garden Tour on Saturday, June 22, from 12 – 4 pm to include Gardenway through North End.

9. Board Members

Director Novinski noted that lawns she mows will look even better now that they are being mowed by a GHI director. Director James inquired about member John Ausema’s letter about pesticide use in GHI which was attached to the Board packet. President Lewis said it will be on the next Board agenda in order to officially delegate it to the Woodlands Committee. Director Mazursky said he is excited to be back on the Board for a 2-year term; he acknowledged that the Board has a lot of work ahead and he would like the Board to work more efficiently in meetings. Director Agans inquired if staff was satisfied with the mowing contract. Director of Physical Plant Operations Ralph said that over the past four years there have been instances of dissatisfaction; however, he acknowledged that the beginning of spring is always difficult as a new crew begins. Director McFadden thanked members for re-electing her, welcomed new Board members, and thanked Sylvia Lewis for serving as president. Director Morse is looking forward to a new year and continuing efforts to involve members more.

Audit Committee member Lauber inquired about how GHI weathered the recent storm. Ralph said two units were affected but damage elsewhere was minor. Member Lora Katz noted some leaning saplings due to the wet ground. Ralph said the maintenance crew is addressing this.

10. Manager

General Manager Overdurff:

- Said that staff is available to help and support Board members. She said that the parliamentarian can offer Board training on Robert's Rules; a quick study book and video on Robert's Rule is also available.
- Announced a National Business Cooperative Association Webinar on Thursday, June 26 from 2 – 3 pm.
- Announced a farewell gathering for Director of Finance Ruckman on Friday, May 30 at 3 pm. GHI is seeking his replacement.

MOTION: TO ADJOURN.

Moved: James

Seconded: Morse

Carried 7-0

The meeting adjourned at 8:53 p.m.

Ed James
Secretary